

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In Re:	§	Chapter 11
	§	
W.R. GRACE & CO., et al.,	§	Jointly Administered
	§	Case No. 01-01139 (JKF)
Debtors.	§	
	§	

**NOTICE OF THIRTEENTH INTERIM VERIFIED FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant: Warren H. Smith & Associates, P.C.

Authorized to Provide
Services: As Fee Auditor to the Estates

Date of Retention: March 18, 2002

Period for Which Compensation and
Reimbursement is Sought: April 1, 2004 through June 30, 2004

Amount of Compensation
Requested: \$ 49,220.00

Amount of Expense
Reimbursement Requested: \$ 1,550.40

Amount of Compensation
Requested Less Holdback: \$ 39,876.00

Amount of Compensation Paid
For Applicable Period: \$ 25,744.80

Amount of Expenses Reimbursed
For Applicable Period: \$ 1,064.33

Total Amount of Holdback
Fees in Aggregate:

\$ 15,946.60

CUMULATIVE SUMMARY OF INTERIM APPLICATIONS OF WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD APRIL 1, 2004 THROUGH JUNE 30, 2004:

Filing Date; Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date; Docket No.	Amount of Fees Paid (80%)	Amount of Expenses paid (100%)	Amount of % Hold back Fees Sought
05/07/04 5546	\$9,795.00	\$972.93	06/07/04 5717	\$7,836.00	\$972.93	\$1,959.00
06/07/04 5724	\$22,386.00	\$91.40	06/29/04 5891	\$17,908.80	\$91.40	\$4,477.20
07/07/04 5933	\$17,039.00	\$486.07	08/04/04 6122	\$0.00	\$0.00	\$3,407.80
Total	\$49,220.00	\$1,550.40		\$25,744.80	\$1,063.33	\$9,844.00

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:

Project Category	Total Hours For The Period 04/01/04 through 06/30/04	Total Hours from the Petition Date	Total Fees For The Period 04/01/04 through 06/30/04	Total Fees From The Petition Date
Accounting/Auditing	397.30	5,025.90	\$48,516.00	\$686,863.52
Fee Application	8.80	50.00	\$704.00	\$4,557.50
Total	406.1	5075.9	\$49,220.00	\$691,421.02

CUMULATIVE EXPENSE SUMMARY:

Expense Category	Total Expenses for the Period 04/01/04 through 06/30/04	Total Expense From The Petition Date
Copying Cost	\$0	\$2,238.15
Long Distance	\$0	\$46.70

Third Party Copies & Document Mailing	\$577.47	\$6598.89
Travel Expenses	\$809.88	\$809.88
Fed-Ex	\$140.86	\$140.86
Postage	\$0	\$801.22
PACER Research	\$22.19	\$1,323.91
TOTAL	\$1,550.40	\$11,959.61

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**THIRTEENTH INTERIM VERIFIED FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, dated November 30, 2000 (the "Administrative Order"), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated March 18, 2002 (the "Fee Auditor Order"), the law firm of Warren H. Smith & Associates, P.C. ("WHS") hereby files this Thirteenth Interim Verified Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the "Application"). By this Application, WHS seeks that this Honorable Court award it reasonable compensation for professional legal services

rendered as fee auditor for the estates of W. R. Grace & Co., et al. ("Debtors") in the amount of \$49,220.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,550.40, for the period commencing April 1, 2004 through June 30, 2004 (the "Interim Period"). In support of its Application, WHS respectfully states as follows:

Background

1. On April 2, 2001, the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code (the "Code"), 11 U.S.C. ' ' 101 et. seq., as amended. The Debtors continued in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code ' ' 1107 and 1108.

2. On March 18, 2002, this Court signed the Fee Auditor Order, approving the retention of WHS as fee auditor for the Debtors. The Fee Auditor Order authorized WHS to be compensated: "the lesser of (a) the ordinary hourly rate of the Fee Auditor for services of this nature or (b) 1% of the aggregate Applicant billings (fees and expenses) reviewed by the Fee Auditor that are subject to this Order over the life of these Chapter 11 Cases."

Compensation Paid and its Source

3. All services for which compensation is requested by WHS were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

4. Other than interim payments from the Debtors set forth in the notice, above, WHS has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHS and any other person other than members of the firm for the sharing of compensation to be

received for services rendered in these cases.

Summary of Services

5. Attached hereto as Exhibit B are WHS's billing statements for the Interim Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Interim Period.

6. To the best of WHS's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and the Administrative Order.

7. During the Interim Period, WHS spent 8.80 hours of time for \$704.00 in fees seeking its own compensation. The professionals of WHS who has rendered professional services to the Debtors during the Interim Period is Warren H. Smith. The para-professionals of WHS whom have rendered professional services to the Debtors in these cases during the Interim Period are James Wehrmann, Doreen Williams, Steve Bossay, Priscilla Stidham, Thara Mathews, Alayne Volfson and Jeff Allgood.

Disbursements

8. WHS has incurred \$1,550.40 in disbursements for the Interim Period for copies, postage, long distance, travel expenses, Pacer research and third party copies and document mailing expenses.

Valuation of Services

9. The rates charged by each professional during the Interim Period are set forth in Exhibit A. These rates are equal to or below WHS's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHS have expended a total of 406.10 hours in connection with this matter during the Interim Period. The reasonable value of the services rendered by WHS for the Interim

Period in these cases under Chapter 11 is \$49,220.00.

10. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount of fees and expenses requested by WHS is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, WHS has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and believes that this application complies with that rule.

WHEREFORE, WHS respectfully requests that an allowance be made to it in the amount of \$49,220.00 as compensation for necessary professional services rendered, and the sum of \$1,550.40 as reimbursement of actual necessary costs and expenses, for a total of \$50,770.40, for the period commencing April 1, 2004 through June 30, 2004, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: August 13, 2004

WARREN H. SMITH & ASSOCIATES, P.C.

Warren H. Smith

Republic Center
325 N. St. Paul, Suite 1275
Dallas, Texas 75201
(214) 698-3868
(214) 722-0081 FAX
whsmith@whsmithlaw.com

CERTIFICATE OF SERVICE

I, Warren H. Smith, caused the preceding report to be served by First Class United States mail on the persons on the service list attached to the original on file, this 13th day of August 2004. Copies of the service list may be obtained by contacting the undersigned.

A handwritten signature in dark ink, appearing to read 'W H Smith', is positioned above a horizontal line.

Warren H. Smith

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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W.R. GRACE & CO., et al.,	§	Jointly Administered
	§	Case No. 01-01139 (JKF)
Debtors.	§	
	§	

**ORDER APPROVING THIRTEENTH INTERIM
VERIFIED FEE APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C.
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

AND NOW, this _____ day of _____, 2004, upon the Thirteenth Interim Verified Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated August 13, 2004, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$49,220.00 as compensation for necessary professional services rendered for the period April 1, 2004 through June 30, 2004, and the sum of \$1,550.40 for reimbursement of actual and necessary costs and expenses incurred for the same period.

United States Bankruptcy Judge

Service List

The Debtors

David B. Siegel, Esquire
Sr. V.P. and Gen. Counsel
W.R. Grace & Co.
7500 Grace Drive
Columbia MD 21044

The Judge

Honorable Judith K. Fitzgerald
590 US Steel Tower
600 Grant Street
Pittsburg, PA 15219

Co-Counsel for the Debtors

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The Official Committee of Equity Holders

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919 Third Avenue
New York, NY 10022

Teresa K.D. Currier, Esquire
Klett Rooney Leber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 1980

The Office of the United States Trustee

Frank J. Perch, Esquire
Office of the U.S. Trustee
844 King Street, Room 2311
Wilmington, DE 19801

Exhibit A

Name of Professional	Position, No. of Years in that Position, Year Licensed	Hourly Billing Rate	Total Billed Hours	Total Compensation
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987. Member Illinois Bar since 1979.	\$275	1.70	\$467.50
Doreen T Williams	Legal Assistant since 1982	\$145	1.00	\$145.00
James Wehrmann	Legal Assistant since 1989	\$135	60.50	\$8,167.50
Steve Bossay	Legal Assistant since 2002	\$110	65.60	\$7,216.00
Steve Bossay	Legal Assistant since 2002	\$130	242.00	\$31,460.00
Jeff Allgood	Law Clerk since 2000	\$40	18.70	\$748.00
Alayne Volfson	Law Clerk since 2003	\$40	4.70	\$188.00
Thara Mathews	Law Clerk since 2004	\$40	3.10	\$124.00
Priscilla Stidham	Legal Assistant since 2003	\$80	8.80	\$704.00
			406.1	\$49,220.00

Total Hours 406.10

Total Fees \$ 49,220.00

Blended Rate \$ 121.20

*On May 1, 2004, Steve Bossay hourly rate increased from \$110 to \$130 an hour. This rate increase was effective for all clients.

Exhibit B

(see attached)